

**THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

Bursa Securities has not perused this Statement prior to its issuance as it is an exempt document pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.



**CAPE EMS BERHAD**

[Registration No. 199901026859 (501759-M)]  
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE  
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES  
("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

The resolution in respect of the above proposal will be tabled as a Special Business at the 2025 Annual General Meeting of the Company ("**2025 AGM**") which will be held at Ballroom 1, Imperial Lexis Kuala Lumpur, No. 15, Jalan Kia Peng, 50450 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 25 November 2025 at 10:00 a.m. or at any adjournment thereof. The Notice of 2025 AGM together with the Form of Proxy as set out in the Company's Annual Report in respect of the financial period ended 30 June 2025, together with this Statement, are available at the Company's website at [www.cape-group.com.my](http://www.cape-group.com.my).

If you are unable to participate in the 2025 AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited at the Company's Share Registrar's office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or electronically lodged via facsimile to 03-2094 9940/ 03-2095 0292 or by email to [info@sshb.com.my](mailto:info@sshb.com.my) not less than forty-eight (48) hours before the date and time for holding the 2025 AGM indicated below. The completion and lodging of the Form of Proxy will not preclude you from attending and voting at the 2025 AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Sunday, 23 November 2025 at 10:00 a.m.

Date and time of the 2025 AGM : Tuesday, 25 November 2025 at 10:00 a.m.

This Statement is dated 30 October 2025

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

<b>Act</b>	:	Companies Act 2016, as amended from time to time and any re-enactment thereof
<b>AGM</b>	:	Annual General Meeting
<b>Annual Report 2025</b>	:	Annual Report of CEB issued for the financial period ended 30 June 2025
<b>Board</b>	:	Board of Directors of CEB
<b>Bursa Securities</b>	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
<b>CEB or Company</b>	:	Cape EMS Berhad [Registration No. 199901026859 (501759-M)]
<b>CEB Group or Group</b>	:	Collectively, CEB and its subsidiaries
<b>CEB Share(s) or Share(s)</b>	:	Ordinary share(s) in CEB
<b>Code</b>	:	Malaysian Code on Take-Overs and Mergers 2016 read together with the Rules on Take-Overs, Mergers and Compulsory Acquisitions, as amended from time to time
<b>Director(s)</b>	:	Director(s) of the Company for the time being and shall have the same meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
<b>EPS</b>	:	Earnings per share
<b>Listing Requirements</b>	:	Main Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time
<b>LPD</b>	:	1 October 2025, being the latest practicable date prior to the printing of this Statement
<b>Market Day(s)</b>	:	Any day on which the stock market of the Bursa Securities is open for trading in securities
<b>Minister</b>	:	The Minister in charged with the responsibility for companies
<b>NA</b>	:	Net assets attributed to ordinary equity holders of CEB
<b>Proposed Renewal of Share Buy-Back Authority</b>	:	Proposed renewal of authority for the Company to purchase its own shares up to ten percent (10%) of its total number of issued shares
<b>Purchased Shares</b>	:	CEB Shares to be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority
<b>RM and sen</b>	:	Ringgit Malaysia and sen respectively
<b>SIS</b>	:	Share Issuance Scheme
<b>SIS Options</b>	:	Options granted pursuant to the SIS
<b>Substantial Shareholder(s)</b>	:	Shall have the same meaning given in Section 136 of the Act

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## DEFINITIONS

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All references to “you” in this Statement are to the shareholders of the Company.

In this Statement, words referring to the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to time and date in this Circular shall be a reference to Malaysian time and date, unless otherwise stated. Any discrepancies in the tables between the actual figures, amounts stated and the totals in this Circular are, unless otherwise explained, due to rounding.

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**CAPE EMS BERHAD**

[Registration No. 199901026859 (501759-M)]  
(Incorporated in Malaysia)

**Registered Office**

Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur  
Wilayah Persekutuan

30 October 2025

**Board of Directors**

Datuk Mohd Rabin Bin Basir (*Independent Non-Executive Chairman*)  
Tee Kim Chin (*Non-Independent Managing Director / Group Chief Executive Officer*)  
Tee Kim Yok (*Non-Independent Executive Director*)  
Alex Miranda Juntado (*Non-Independent Executive Director*)  
Yau Yin Wee (*Independent Non-Executive Director*)  
Koh Beng San (*Independent Non-Executive Director*)  
Chen Kok Seng (*Independent Non-Executive Director*)

**To: The Shareholders of CEB**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

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**1. INTRODUCTION**

The Company had on 12 June 2024 obtained the shareholders' approval on the resolution pertaining to the authority from its shareholders to undertake the proposed authority for the Company to purchase its own shares. The said authority shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming 2025 AGM of the Company.

On 27 October 2025, the Board announced its intention to seek authority from its shareholders to undertake the Proposed Renewal of Share Buy-Back Authority at the 2025 AGM of the Company.

The purpose of this Statement is to provide you with relevant details and information of the Proposed Renewal of Share Buy-Back Authority, together with the Board's recommendation and to seek your approval for the Ordinary Resolution in connection to the Proposed Renewal of Share Buy-Back Authority to be tabled as a Special Business at the forthcoming 2025 AGM. The Notice of the 2025 AGM together with the Form of Proxy are enclosed in the Annual Report 2025.

**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTION TO GIVE EFFECT TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY AT THE FORTHCOMING 2025 AGM OF THE COMPANY.**

## **2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Proposed Renewal of Share Buy-Back Authority, if granted, will provide the Company with the renewed authority to purchase up to ten percent (10%) of the total number of issued shares of the Company at the point of purchase through the Company's appointed stockbroker(s) as approved by Bursa Securities. The purchases pursuant to the Proposed Renewal of Share Buy-Back Authority will be effected on Bursa Securities subject to compliance with Section 127 of the Act, the Listing Requirements and the prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase.

The actual number of CEB Shares to be purchased and the timing of such purchase will depend on (among others) the prevailing equity market conditions and sentiments of the stock market, as well as the balances in retained profits, and the financial resources available to the Company at the time of the purchase(s). The Proposed Renewal of Share Buy-Back Authority, if approved, shall be effective upon the passing of the resolution at the forthcoming 2025 AGM of CEB until:-

- (a) the conclusion of the next AGM of the Company, at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any other relevant authorities.

The approval of the shareholders on the Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares. However, it will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned period.

### **2.1 Status and Treatment of Treasury Shares**

Pursuant to the provisions of Section 127(7) of the Act, the Board may, at its discretion, deal with the Purchased Shares in the following manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force:-

- (a) cancel all or part of the Purchased Shares; and/or
- (b) retain all or part of the Purchased Shares as treasury shares for either of the following
  - (i) distribute the shares as dividends to shareholders;
  - (ii) resell the shares or any of the shares on Bursa Securities in accordance with the relevant rules of Bursa Securities;
  - (iii) transfer the shares, or any of the shares for the purposes of or under an employees' share scheme;
  - (iv) transfer the shares, or any of the shares as purchase consideration;
  - (v) cancel the shares or any of the shares;
  - (vi) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- (c) such other manner as allowed by the Act and Bursa Securities from time to time.

The Board may decide to cancel the Purchased Shares if it is of the opinion that, in the foreseeable future, there are no investment opportunities that would result in gains adding value to CEB and hence, the value of the CEB Shares. If the Purchased Shares are cancelled, the Company's total issued share capital shall be diminished by the shares so cancelled pursuant to Section 127(14) of the Act.

The treatment of the Purchased Shares to be held as treasury shares, either distributed as share dividends or resold on Bursa Securities by the Company, or both, or transfer all/any of the treasury shares for the purposes of or under an employees' share scheme (i.e. SIS) or transfer all/any of the treasury shares as purchase consideration or subsequently be cancelled.

In the event the Company decides to purchase its own Shares, the Company will announce on the day the purchase is made providing details of the description of the shares purchased, the number of the shares purchased, the price of each share or, where relevant, the highest and lowest price paid, the total consideration paid and the shares purchased either held as treasury shares or proposed to be cancelled.

In the event the Company decides to resell the Company's treasury shares, the Company will announce on the day the resale is made providing details of the description of the shares resold, the number of the shares resold, the resale price of each share resold or, where relevant, the highest and lowest resale price paid and the total consideration received.

In the event the Company decides to transfer all or any of the treasury shares as purchase consideration in relation to any corporate transaction(s), the Company shall make the appropriate announcement(s) under Chapter 10 of the Listing Requirements.

In the event the Company decides to cancel the Company's treasury shares, the Company will announce on the day the cancellation is made, providing details of the number of treasury shares, the date of cancellation and the outstanding and total issued share capital and total number of issued shares of the Company after the cancellation.

While the Purchased Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in rights, allotments and/or other distributions are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or a class of shares in the Company for any purposes including determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at meetings of shareholders.

## **2.2 Purchase Price**

Pursuant to the provisions of Paragraph 12.17 of the Listing Requirements, the Company may only purchase its own Shares on Bursa Securities at a price which is not more than fifteen percent (15%) above the weighted average market price of CEB Shares for the five (5) Market Days immediately before the date of the purchase(s).

Pursuant to the provisions of Paragraph 12.18 of the Listing Requirements, the Company may only resell the Purchased Shares held as treasury shares on Bursa Securities or transfer the Purchased Shares held as treasury shares pursuant to Section 127(7) of the Act, at:-

- (a) a price which is not less than the weighted average market price of CEB Shares for the five (5) Market Days immediately before the date of resale(s) or transfer(s); or
- (b) a discounted price of not more than five percent (5%) to the weighted average market price of CEB Shares for the five (5) Market Days immediately before the resale or transfer provided that:-
  - (i) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and
  - (ii) the resale or transfer price is not less than the cost of purchase of CEB Shares being resold or transferred.

## **2.3 Quantum**

The maximum aggregate number of Shares which may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time.

As at LPD, the Company has not purchased any Shares from the open market as treasury shares.

As at LPD, the Company has granted 148,800,000 SIS Options to the eligible Directors and/or employees of the Company, which remain unexercised by the respective Directors and/or employees.

For illustrative purposes, as at LPD, the total number of issued shares of the Company comprises 992,000,000 Shares. Assuming that no further Shares are issued and none of the SIS Options are exercised into new Shares, the maximum number of CEB Shares that can be purchased by the Company is up to 99,200,000 Shares representing ten percent (10%) of the total number of issued shares of the Company. As such, the balance of shares that can be purchased by the Company is 99,200,000 Shares.

Based on the Company's total number of issued shares as at LPD and the assumption that all SIS Options are exercised into new CEB Shares, the Proposed Renewal of Share Buy-Back Authority will enable the Company to purchase up to a maximum of 114,080,000 Shares, representing ten percent (10%) of the proforma enlarged total number of issued shares of the Company.

As such, the maximum number of Shares, representing ten percent (10%) of the total number of issued shares of the Company that it can purchase pursuant to the Proposed Renewal of Share Buy-Back Authority, may change from time to time during the validity period of the Proposed Renewal of Share Buy-Back Authority.

Nevertheless, the actual number of Shares to be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority, the total amount of funds involved for each purchase and the timing of the purchase(s) will depend on inter-alia, the market conditions and sentiments of the stock market as well as the availability of financial resources of the Company and the availability of the retained profits of the Company.

## **2.4 Funding**

The Proposed Renewal of Share Buy-Back Authority may be funded through internally generated funds and/or bank borrowings as long as the purchase is backed by an equivalent amount of retained profits of the Company, subject to compliance with the prevailing laws.

The Proposed Renewal of Share Buy-Back Authority, if funded through internally generated funds, is not expected to have a material impact on the cash flow position of the Company. In the event the Proposed Renewal Share Buy-Back Authority is to be financed by bank borrowings, the Board will ensure that the Company has the capability to repay such borrowings and that such repayment will not have a material effect on the cash flow of the Company.

It is envisaged that the source of funding for the Proposed Renewal of Share Buy-Back Authority will be generated via internally generated funds. The actual amount of funds to be utilised for the Proposed Renewal of Share Buy-Back Authority will only be determined later, depending on the actual number of CEB Shares to be purchased, availability of funds at the time of purchase(s) and other relevant factors.

The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of retained profits of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available. Based on the audited financial statements for the financial period ended 30 June 2025, the retained profits of the Company were RM25,117,292. As at the date of this Statement, the results for the first quarter ended 30 September 2025 have yet to be released.



Notwithstanding the above, the Company will ensure that there are sufficient retained profits at the Company level prior to the share buy-back. In addition, the Company will ensure that the maximum amount of funds to be utilised for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company at the time of purchase.

As required under Section 112(2) of the Act, the Company will have to perform a solvency test to satisfy the following conditions:-

- (a) the share buy-back would not result in the Company being insolvent and its capital being impaired at the date of the solvency statement; and
- (b) the Company will remain solvent after each buy-back during the period of six (6) months after the date of the declaration made by a majority of the Directors.

## **2.5 Public Shareholding Spread**

As at LPD, the public shareholding spread of the Company was 69.47%. The Company will not undertake any share buy-back if that will result in breach of Paragraph 8.02(1) of the Listing Requirements, which requires the Company to maintain a shareholding spread of at least twenty-five percent (25%) of its total listed shares. The Board is mindful of the shareholding spread requirement and will continue to be mindful of the requirement when making any purchase of CEB Shares by the Company.

## **3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Proposed Renewal of Share Buy-Back Authority, if implemented, is expected to have the following potential benefits to the Company and its shareholders:-

- (a) the Company is able to utilise its surplus financial resources which are not immediately required for other uses to purchase its own shares from the open market;
- (b) where the Purchased Shares are retained as treasury shares, the Board would have an option to distribute the Purchased Shares as share dividends to reward shareholders of the Company;
- (c) the Purchased Shares may be held as treasury shares and resold in the open market to reap potential capital appreciation of the Shares without affecting the total number of issued shares of the Company;
- (d) the Company may be able to reduce any unwarranted volatility of its Shares and assist in stabilising the supply, demand and price of its Shares in the open market, thereby supporting the fundamental value of its Shares; and
- (e) where the Directors resolve to cancel the CEB Shares so purchased, the Company expects to enhance the EPS of the Group as a result of a lower number of CEB Shares being taken into account for the purpose of computing the EPS, thereby enabling long term and genuine investors to enjoy any potential corresponding increase in the value of their investments in the Company.

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#### **4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:-

- (a) the proposed purchase will also result in a reduction of the share capital base, which may enhance the possibility of declaring a higher rate of dividend in the future;
- (b) if the Purchased Shares are retained as treasury shares, it will provide the Board with opportunities to increase and improve its financial resources if the Purchased Shares are resold at a price higher than the purchase price;
- (c) the Purchased Shares, if distributed to shareholders as share dividends, shall serve as a reward to shareholders;
- (d) the proposed purchase will allow the Company to take preventive measures against speculation, particularly when the CEB Shares are undervalued, and this would, in turn, be expected to stabilise the market price of the CEB Shares and hence, enhance investors' confidence; and
- (e) It gives the Company flexibility in attaining its desired capital structure.

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:-

- (a) It will reduce the financial resources of the Group and may result in the Group foregoing better investment opportunities in future or, at least, deprive CEB Group of interest income that can be derived from the funds utilised for the Proposed Renewal of Share Buy-Back Authority; and
- (b) as the Proposed Renewal of Share Buy-Back Authority can only be made out of retained profits of the Company, it may result in the reduction of financial resources available for cash distribution to shareholders in the immediate future.

Nevertheless, the Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages to the Company and its shareholders, as any share buy-back will be undertaken only after in-depth consideration of the financial resources of CEB and the resultant impact on its shareholders. The Board, in exercising any decision in implementing the Proposed Renewal of Share Buy-Back Authority, will be mindful of the interests of the Company and its shareholders.

#### **5. FINANCIAL EFFECTS TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

##### **5.1 Share capital**

In the event that all the Shares purchased are cancelled and on the assumption that the Proposed Renewal of Share Buy-Back Authority is exercised in full, the proforma effects of the Proposed Renewal of Share Buy-Back Authority on the total number of issued shares of CEB as at LPD are as follows:-

Scenario 1: Assuming that none of the SIS Options are exercised.

Scenario 2: Assuming that all the SIS Options are exercised and converted into Shares.

	No. of Shares	
	Scenario 1	Scenario 2
Total number of issued shares as at LDP	992,000,000	992,000,000
Shares to be issued upon full exercise of the SIS Options	-	148,800,000
Enlarged total number of issued shares	-	1,140,800,000
Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full	(99,200,000)	(114,080,000)
Total number of issued shares after the Proposed Renewal of Share Buy-Back Authority <i>(assuming the Purchased Shares are subsequently cancelled in full)</i>	<b>892,800,000</b>	<b>1,026,720,000</b>

If the CEB Shares so purchased are retained as treasury shares, the total number of issued shares of the Company will not be reduced but the rights attaching to the treasury shares as to voting, dividends and participation in other distributions or otherwise will be suspended. While these CEB Shares remain as treasury shares, the Act prohibits the taking into account of such shares in calculating the number or percentage of shares in the Company for a purpose whatsoever including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of votes on resolutions.

## 5.2 NA

The effects of the Proposed Renewal of Share Buy-Back Authority on the NA per share of the CEB Group are dependent on the number of CEB Shares that the Company will buy back, the purchase price of the CEB Shares at the time of buy back, the treatment of the shares so purchased and the funding cost, if any. If all CEB Shares so purchased are cancelled, the consolidated NA per share of the Group is likely to be reduced if the purchase price exceeds the NA per share, whereas the NA per share of the Group will increase if the purchase price is less than the NA per share of the Group at the time of purchase.

For Purchased Shares which are kept as treasury shares, upon resale, the NA per share of the Group would increase, assuming that a gain has been realised or decrease if a loss is realised. If treasury shares are distributed as share dividends, the NA of the Group would decrease by the cost of the treasury shares.

## 5.3 Working Capital

The Proposed Renewal of Share Buy-Back Authority, as and when implemented, will reduce the working capital and cash flow of CEB Group, the quantum of which depends on, amongst others, the purchase price of the CEB Shares and the number of CEB Shares that would be purchased.

For Purchased Shares which are kept as treasury shares, upon resale, the working capital and the cash flow of the Group will increase upon the receipt of the proceeds of the resale. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

## 5.4 Earnings

Assuming that the Purchased Shares under the Proposed Renewal of Share Buy-Back Authority are cancelled, the Proposed Renewal of Share Buy-Back Authority may increase the EPS of CEB Group. Similarly, on the assumption that the Purchased Shares are treated as treasury shares and subsequently resold, the extent of the effect on earnings of CEB Group will depend on the actual selling price and the number of treasury shares resold and the effective gain arising. In the event the Purchased Shares are held as treasury shares, the effective reduction in the total

number of issued Shares of CEB pursuant to the Proposed Renewal of Share Buy-Back Authority would generally, all else being equal, increase the consolidated EPS of the Company.

## **5.5 Dividends**

The Proposed Renewal of Share Buy-Back is not expected to have any impact on the policy of the Board in recommending dividends to the shareholders of CEB. As stated in Sections 3 and 4 of this Statement, the Board may have the option to distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority.

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## 6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

Based on the Register of Directors' shareholdings and Register of Substantial Shareholders' shareholdings as at the LPD and assuming that the Proposed Renewal of Share Buy-Back Authority is implemented up to the maximum of ten percent (10%) of the total number of issued shares and that the Purchased Shares are from the shareholders other than the Directors and Substantial Shareholders of CEB, the effect of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the existing Directors and Substantial Shareholders of CEB by virtue of Section 127(9) of the Act are as follows:-

Scenario 1: Assuming that none of the SIS Options are exercised and the Proposed Renewal of Share Buy-Back Authority is implemented in full.

Name	As at LPD				After full implementation of the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
Directors	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Datuk Mohd Rabin Bin Basir	420,000	0.04	-	-	420,000	0.05	-	-
Tee Kim Chin	119,684,700	12.06	-	-	119,684,700	13.41	-	-
Tee Kim Yok	10,093,900	1.02	-	-	10,093,900	1.13	-	-
Alex Miranda Juntado	-	-	-	-	-	-	-	-
Yau Yin Wee	22,000	0.00	-	-	22,000	0.00	-	-
Koh Beng San	100,000	0.01	-	-	100,000	0.01	-	-
Chen Kok Seng	900,000	0.09	-	-	900,000	0.10	-	-
<b>Substantial Shareholders</b>								
Tee Kim Chin	119,684,700	12.06	-	-	119,684,700	13.41	-	-
Chung Dao	91,100,000	9.18	-	-	91,100,000	10.20	-	-
Chung Chee Yang	80,600,000	8.13	-	-	80,600,000	9.03	-	-

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Scenario 2: Assuming that all the SIS Options are exercised and the Proposed Renewal of Share Buy-Back Authority is implemented in full.

Name	As at LPD				Assuming full exercise of SIS Options (I)				After (I) and full implementation of the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
Directors	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Datuk Mohd Rabin Bin Basir	420,000	0.04	-	-	3,396,000	0.30	-	-	3,396,000	0.33	-	-
Tee Kim Chin	119,684,700	12.06	-	-	134,564,700	11.80	-	-	134,564,700	13.11	-	-
Tee Kim Yok	10,093,900	1.02	-	-	17,533,900	1.54	-	-	17,533,900	1.71	-	-
Alex Miranda Juntado	-	-	-	-	-	-	-	-	-	-	-	-
Yau Yin Wee	22,000	0.00	-	-	1,510,000	0.13	-	-	1,510,000	0.15	-	-
Koh Beng San	100,000	0.01	-	-	1,588,000	0.14	-	-	1,588,000	0.15	-	-
Chen Kok Seng	900,000	0.09	-	-	2,388,000	0.21	-	-	2,388,000	0.23	-	-
<b>Substantial Shareholders</b>												
Tee Kim Chin	119,684,700	12.06	-	-	134,564,700	11.80	-	-	134,564,700	13.11	-	-
Chung Dao	91,100,000	9.18	-	-	91,100,000	7.99	-	-	91,100,000	8.87	-	-
Chung Chee Yang	80,600,000	8.13	-	-	80,600,000	7.07	-	-	80,600,000	7.85	-	-

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## 7. IMPLICATIONS OF THE CODE

The Company intends to implement the Proposed Renewal of Share Buy-Back Authority in the manner that will not result in any of the shareholders having to undertake a mandatory take-over offer pursuant to the Code. In this respect, the Board will be mindful of the requirement of the Code when implementing the Proposed Renewal of Share Buy-Back Authority.

Based on the shareholdings of the Substantial Shareholders as at LPD and assuming the purchase of the Company's own shares is carried out in full, the share buy-back exercise does not have any implication on the Code, the effects on the Substantial Shareholders are set out in Section 6 of this Statement.

As the Board has no intention for the Proposed Renewal of Share Buy-Back Authority to trigger the obligation to undertake a mandatory general offer under the Code by any of its Substantial Shareholders and/or parties acting in concert with them, the Board will ensure that only such number of CEB Shares are purchased, retained as treasury shares, cancelled or distributed such that the Code will not be triggered.

## 8. PURCHASE OF SHARES, RESALE, CANCELLATION AND/OR TRANSFER OF TREASURY SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS

As at LPD, the Company had not purchased, cancelled and/or resold any CEB Shares or treasury shares during the preceding twelve (12) months and up to the LPD. The Company does not hold any treasury shares.

## 9. HISTORICAL SHARE PRICES

The last transacted price of CEB Shares on 1 October 2025, being the LPD prior to the printing of this Statement was 0.300.

The monthly highest and lowest market prices of CEB Shares as transacted on Bursa Securities for the past twelve (12) months from October 2024 to September 2025 are as follows:-

<b>2024</b>	<b>Highest (RM)</b>	<b>Lowest (RM)</b>
October	0.350	0.305
November	0.410	0.305
December	0.400	0.355
<b>2025</b>		
January	0.390	0.320
February	0.340	0.265
March	0.300	0.220
April	0.265	0.210
May	0.265	0.195
June	0.295	0.220
July	0.350	0.270
August	0.345	0.295
September	0.340	0.295

(Source: Bloomberg)

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**10. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND PERSONS CONNECTED WITH THEM**

Save for the proportionate increase in the percentage shareholdings of the Directors and Substantial Shareholders of CEB as a result of the decrease in the total number of issued shares after the Proposed Renewal of Share Buy-Back Authority, none of the Directors and/or Substantial Shareholders and/or persons connected with them has any interest, directly or indirectly, in the Proposed Renewal of Share Buy-Back Authority and the subsequent resale of treasury shares, if any.

**11. APPROVAL REQUIRED**

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders of CEB at the forthcoming 2025 AGM of the Company to be convened or at any adjournment thereof. Save for the approval of the shareholders of CEB, there are no other approvals required for the Proposed Renewal of Share Buy-Back Authority.

**12. DIRECTORS' RECOMMENDATION**

Having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, the Board is of the opinion that the Proposed Renewal of Share Buy-Back Authority is fair, reasonable and in best interest of the Company and accordingly, recommends that you vote in favour of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 2025 AGM of the Company.

**13. FURTHER INFORMATION**

You are advised to refer to the Appendix I of this Statement for further information.

Yours faithfully,

For and on behalf of the Board of Directors  
**CAPE EMS BERHAD**

**DATUK MOHD RABIN BIN BASIR**  
Independent Non-Executive Chairman

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or information contained in this Statement, and there are no other facts and information the omission of which would make any statement in this Statement false or misleading.

**2. DOCUMENTS FOR INSPECTION**

The following documents are available for inspection at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal business hours from Monday to Friday (except public holidays) from the date of this Statement up to and including the date of the forthcoming 2025 AGM:-

- (a) constitution of the Company; and
- (b) audited financial statements of the Gorup for the financial year ended 31 December 2023 and financial period ended 30 June 2025.

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